

6372-A

STATE OF ILLINOIS )

COUNTY OF COOK )

SS

JUL 20 1972 4 45 PM

C E R T I F I C A T E

The undersigned, Mary Jane Napoleon, a Notary Public in and for said County, states that she compared the attached copy of the First Supplemental Equipment Trust Agreement dated the 19th day of June, 1972, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 14<sup>th</sup> day of July, 1972.

Mary Jane Napoleon  
Notary Public

My Commission Expires November 13, 1972

THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of June 19, 1972, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and FIRST NATIONAL CITY BANK, a national banking association, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of October 1, 1971 (the "Trust Agreement"), providing for an issue of its 7 3/4% Equipment Trust Certificates due October 1, 1991 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the aggregate final Cost (as defined in the Trust Agreement) of the Equipment heretofore transferred to the Trustee pursuant to Section 4.04 of the Trust Agreement has been determined to be less than 133-1/3% of the aggregate principal amount of Trust Certificates issued pursuant to Section 2.01 of the Trust Agreement; and

WHEREAS, pursuant to said Section 4.04, Union desires to transfer and convey to the Trustee additional Equipment in such amount and of such Cost that the final Cost of the Trust Equipment will be at least 133-1/3% of the aggregate principal amount of said Trust Certificates; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and for other valuable consideration, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Addition of Equipment

The Equipment described in Schedule A annexed hereto is hereby added to and included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of

the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE TWO

### Concerning the Trustee

The Trustee accepts the provisions of this First Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this First Supplemental Equipment Trust Agreement.

## ARTICLE THREE

### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This First Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this First Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

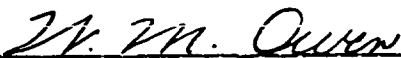
UNION TANK CAR COMPANY

By



Vice President

Attest:



Assistant Secretary

FIRST NATIONAL CITY BANK

By



Vice President Trust Officer

Attest:



Assistant Trust Officer

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     SS

On the 19<sup>th</sup> day of June, 1972, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 W. Jackson Boulevard, Chicago, Illinois 60604; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Mary Jane Napoleon  
Notary Public  
My Commission Expires November 13, 1972

STATE OF NEW YORK     )  
                              )  
COUNTY OF BRONX     )     SS

On the 11 day of July, 1972, before me personally came E. J. JAWORSKI to me known, who, being by me duly sworn, did depose and say that he resides at 107 Palmer Road, Pennington, New Jersey 08534; that he is a Vice President of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Carol Cashman  
Notary Public

CAROL CASHMAN  
Notary Public, State of New York  
No. 03-0594480  
Qualified in Bronx County  
Certificate Filed in New York County  
Certificate Filed in Kings County  
Certificate Filed in Queens County  
Cert. Filed in Richmond County  
Term Expires March 30, 1973

# SCHEDULE A

SERIES 8

## DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers*</u>
4	TA	13,700	14023 14026 14027 14028
18	TMI	20,000	76466 76477 76696 76766 76770 76802 78109 78113 78114 78119 78120 78124 78140 78142 78143 78147 78158 78161
6	TMI	23,000	78425 78428 78432 78436 78452 78454

\* All Equipment is Lettered UTLX

SCHEDULE A

SERIES 8

DESCRIPTION OF TRUST EQUIPMENT - CONT.

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers*</u>
2	TM	13,800	14327
4	TMI	22,800	14328
			73399
			73400
			73402
17	TMI	23,500	73403
			73382
			73383
			73384
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			73397
			73398

\* All Equipment is Lettered UTLX